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MERCEDES-BENZ U.S. INTERNATIONAL, INC.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
:
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)

ORDER PURSUANT TO 11 U.S.C. § 362(d)
MODIFYING THE AUTOMATIC STAY IMPOSED BY 11 U.S.C. § 362(a)

Upon the Motion, dated November 9, 2005 (the "Motion"), of Mercedes-Benz U.S. International, Inc. ("MBUSI"), for the entry of an order granting relief from the automatic stay pursuant to section 362(d) of title 11 of the United States Code (the "Bankruptcy Code"), and for related relief; and due and proper notice of the Motion having been made on all necessary parties; and the Court having held a hearing (the "Hearing") on the Motion on November 29, 2005; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore; and for the reasons stated by the Court on the record of the Hearing, it is hereby

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the automatic stay imposed in this case by section 362(a) of the Bankruptcy Code is modified under section 362(d) of the Bankruptcy Code as to MBUSI's

interests in pre-petition payables owed by MBUSI to certain bankrupt Delphi entities to allow MBUSI to setoff/recoup certain pre-petition claims in the amount of \$158,314.

Dated: _____, 200_
New York, New York

HON. ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE